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E-Star Commercial Management Company Limited

星盛商業管理股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6668)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of E-Star Commercial Management Company Limited (the “**Company**”) will be held at 1201-02, 12/F, Agricultural Bank of China Building, 50 Connaught Road Central, Hong Kong on Wednesday, 14 December 2022 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass (with or without amendments) the following resolutions as ordinary resolutions of the Company:

1. “**THAT**

- (a) the New Commercial Property Operational Services Framework Agreement (as defined in the circular of the Company dated 28 November 2022 (the “**Circular**”)) and the transactions contemplated thereunder (including the proposed annual caps) be and are hereby confirmed and approved; and
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the New Commercial Property Operational Services Framework Agreement and the transactions contemplated thereunder (including the proposed annual caps).”

2. **“THAT**

- (a) the New Tenant Management Services Framework Agreement (as defined in the Circular) and the transactions contemplated thereunder (including the proposed annual caps) be and are hereby confirmed and approved; and
- (b) the Directors be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the New Tenant Management Services Framework Agreement and the transactions contemplated thereunder (including the proposed annual caps).”

3. **“THAT**

- (a) the New Sublease Framework Agreement (as defined in the Circular) and the transactions contemplated thereunder (including the proposed annual caps) be and are hereby confirmed and approved; and
- (b) the Directors be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the New Sublease Framework Agreement and the transactions contemplated thereunder (including the proposed annual caps).”

SPECIAL RESOLUTION

4. To consider and, if thought fit, pass (with or without amendments) the following resolution as a special resolution of the Company:

“THAT

- (a) the amended and restated memorandum and articles of association of the Company, the details of which are set out in Appendix II to the circular of the Company dated 28 November 2022, be and are hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company with immediate effect; and

- (b) any one director or the company secretary of the Company be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated memorandum and articles of association of the Company including without limitation to executing any and all documents and attending to any and all filings in the Cayman Islands and Hong Kong as may be necessary in connection therewith.”

Yours faithfully,

By order of the Board

E-Star Commercial Management Company Limited

Huang De-Lin Benny

Chairman and Executive Director

Hong Kong, 28 November 2022

Notes:

- (i) A member entitled to attend and vote at the meeting may appoint one or, if he holds two or more shares of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (ii) Where there are joint holders of any share of the Company, any one of such joint holder may vote, either in person or by proxy, in respect of such share of the Company as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (iii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority shall be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be). The proxy form will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.g-cre.com).

- (iv) The register of members of the Company will be closed from Friday, 9 December 2022 to Wednesday, 14 December 2022, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to determine who are eligible to attend, speak and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Thursday, 8 December 2022.
- (v) The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the board of Directors comprises Mr. Huang De-Lin Benny, Mr. Tao Muming and Ms. Wen Yi as executive Directors; Mr. Guo Limin and Mr. Huang De'An Tony as non-executive Directors; and Mr. Zhang Liqing, Mr. Guo Zengli and Mr. Tse Yat Hong as independent non-executive Directors.